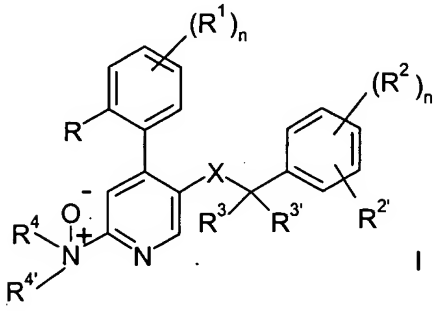
CLAIM AMENDMENTS

1. (Original) A compound of the formula



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wherein

R is hydrogen, lower alkyl, lower alkoxy, halogen or trifluoromethyl;

R^1 is hydrogen or halogen; or

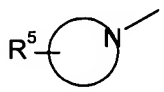
R and R^1 when adjacent, together with the ring carbon atoms to which they are attached are –CH=CH-CH=CH-;

R^2 and $R^{2'}$ are hydrogen, halogen, trifluoromethyl, lower alkoxy or cyano; or

R^2 and $R^{2'}$ when adjacent, together with the ring carbons to which they are attached are –CH=CH-CH=CH-, unsubstituted or substituted by one or two substituents selected from lower alkyl or lower alkoxy;

R^3 and $R^{3'}$ are hydrogen, lower alkyl or cycloalkyl;

R^4 and $R^{4'}$ together with the N-atom to which they are attached form a 5 member nitrogen containing heterocyclic ring of the structure



said heterocyclic ring having 0 or 1 additional hetero-atoms selected from sulfur, nitrogen and oxygen, said additional hetero-sulfur atom being a sulfonyl moiety;

R^5 is hydrogen, hydroxy, lower alkyl, -lower alkoxy, $-(CH_2)_mOH$, $-COOR^3$, $-CON(R^3)_2$, $-N(R^3)CO$-lower alkyl or $-C(O)R^3$;

R^6 is lower alkyl;

X is $-C(O)N(R^6)-$ $-N(R^6)C(O)-$, $-(CH_2)_mO-$, $-O(CH_2)_m-$;

n is 0, 1, 2, 3 or 4; and

m is 1, 2 or 3;

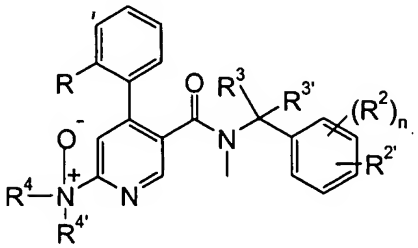
or a pharmaceutically acceptable acid addition salt thereof.

2. (Original) The compound of claim 1 wherein R is methyl.

3. (Original) The compound of claim 1 wherein R is chloro.

4. (Currently Amended) The compound of claim 1 wherein R^2 and $R^{2'}$ are adjacent and taken together with the ~~rig~~ ring carbons to which they are attached to form the group $-CH=CH-CH=CH-$.

5. (Original) The compound of claim 1 having the structure



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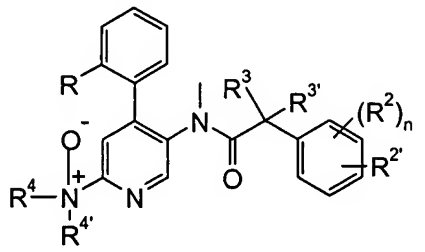
6. (Original) The compound of claim 5 wherein R is methyl.

7. (Original) The compound of claim 5 wherein R is chloro.

8. (Currently Amended) The compound of claim 5 wherein R^2 and $R^{2'}$ are adjacent and taken together with the ~~rig~~ ring carbons to which they are attached to form the group –CH=CH-CH=CH-.

9. (Original) The compound of claim 1 having the structure



Id .

10. (Original) The compound of claim 9 wherein R is methyl.

11. (Original) The compound of claim 9 wherein R is chloro.

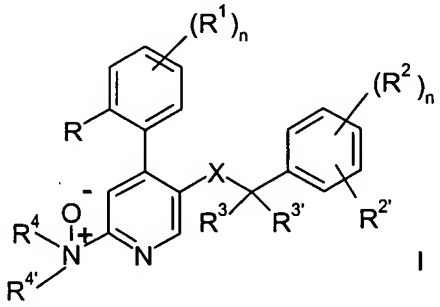
12. (Original) The compound of claim 9 wherein R^2 and $R^{2'}$ are adjacent and taken together with the rig carbons to which they are attached to form the group –CH=CH-CH=CH-.

13. (Original) The compound (RS)-6-[3-(acetyl-methyl-amino)-1-oxo-pyrrolidin-1-yl]-N-(3,5-bis-trifluoromethyl-benzyl)-N-methyl-4-o-tolyl-nicotinamide.

14. (Cancelled)

15. (Cancelled)

16. (New) A method of treating a disease selected from the group consisting of emesis, anxiety, depression, inflammatory bowel disease, and migraines in a patient having such disease, comprising administering an effective amount of a compound of formula



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wherein

R is hydrogen, lower alkyl, lower alkoxy, halogen or trifluoromethyl;

R^1 is hydrogen or halogen; or

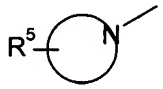
R and R^1 when adjacent, together with the ring carbon atoms to which they are attached are –CH=CH-CH=CH-;

R^2 and $R^{2'}$ are hydrogen, halogen, trifluoromethyl, lower alkoxy or cyano; or

R^2 and $R^{2'}$ when adjacent, together with the ring carbons to which they are attached are –CH=CH-CH=CH-, unsubstituted or substituted by one or two substituents selected from lower alkyl or lower alkoxy;

R^3 and $R^{3'}$ are hydrogen, lower alkyl or cycloalkyl;

R^4 and $R^{4'}$ together with the N-atom to which they are attached form a 5 member nitrogen containing heterocyclic ring of the structure



said heterocyclic ring having 0 or 1 additional hetero-atoms selected from sulfur, nitrogen and oxygen, said additional hetero-sulfur atom being a sulfonyl moiety;

R^5 is hydrogen, hydroxy, lower alkyl, -lower alkoxy, $-(CH_2)_mOH$, $-COOR^3$, $-CON(R^3)_2$, $-N(R^3)CO$-lower alkyl or $-C(O)R^3$;

R^6 is lower alkyl;

X is $-C(O)N(R^6)-$ $-N(R^6)C(O)-$, $-(CH_2)_mO-$, $-O(CH_2)_m-$;

n is 0, 1, 2, 3 or 4; and

m is 1, 2 or 3;

or a pharmaceutically acceptable acid addition salt thereof.

17. (New) A method according to claim 16, which is emesis.

18. (New) A method according to claim 16, which is anxiety.

19. (New) A method according to claim 16, which is depression.

20. (New) A method according to claim 16, which is inflammatory bowel disease.

21. (New) A method according to claim 16, which is ulcerative colitis.

22. (New) A method according to claim 16, which is Crohn's disease.

23. (New) A method according to claim 16, which is migraines.